

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

SECURITIES INVESTOR PROTECTION
CORPORATION,

Plaintiff-Applicant,

v.

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Defendant.

Adv. Pro. No. 08-1789 (CGM)

SIPA Liquidation

(Substantively Consolidated)

In re:

BERNARD L. MADOFF,

Debtor.

**[PROPOSED] ORDER GRANTING TRUSTEE’S FIFTY-SECOND OMNIBUS
MOTION TO AFFIRM THE TRUSTEE’S CLAIMS DETERMINATIONS AND
OVERRULE OBJECTIONS THAT APPEAR TO RAISE FACTUAL
ISSUES AND ARE RELATED TO RESOLVED ADVERSARY PROCEEDINGS**

Upon consideration of the motion (the “Motion”) [Docket No. __], by Irving H. Picard, trustee (“Trustee”) for the substantively consolidated liquidation of Bernard L. Madoff Investment Securities LLC (“BLMIS”) and the chapter 7 estate of Bernard L. Madoff (“Madoff”) (collectively, “Debtor”), in the above-captioned SIPA¹ liquidation proceeding seeking to have the Court affirm his claims determinations and overrule the related objections that appear to raise customer-specific factual issues (the “Objections”) for claims related to resolved adversary proceedings; and these net winner Claims to be disallowed and Objections to be overruled are identified in Exhibits A and B to the Declaration of Vineet Sehgal in Support of the Motion (the

¹ All capitalized terms not defined herein shall have the meaning ascribed in the Motion.

“Sehgal Declaration”), [Docket No. ____]; and due and proper notice of the Motion having been given and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Motion as set forth herein is in the best interests of the Debtor, its estate, creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the relief requested in the Motion is granted to the extent provided herein; and it is further

ORDERED that the Claims listed on Exhibit A hereto are disallowed; and it is further

ORDERED that the Objections listed on Exhibits A and B are overruled; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

IN RE: BLMIS. CASE NO: 08-01789 (CGM)

EXHIBIT A – CLAIMS AND OBJECTIONS

Objecting Party	Claim Number	Objection To Determination Docket Number	Counsel	Account Name	Account Number
Century Investment Securities, Inc	012157	5167	Pryor Cashman LLP	Century Investment Securities Inc	1C1288
Edward H Kohlschreiber	003263	1640 2817	Pro Se Filing	Millennium Trust Company, LLC FBO Edward H Kohlschreiber	1K0113
Edward H And Mary A Kohlschreiber	005454	1639 2816	Pro Se Filing	Edward H Kohlschreiber Sr Rev Mgt Trust 25% And Mary A Kohlschreiber Rev Mg Trust	1K0102
Elaine R Schaffer Rev Trust FBO Elaine R Schaffer	009540	577	Phillips Nizer LLP	Elaine R Schaffer Or Carla R Hurshhorn Ttees	1ZA309
Juliet Nierenberg	013870	3831	Pryor Cashman LLP	Juliet Nierenberg	1N0013
June Pollack T/O/D To Keith L. Pollack And Cary G. Pollack	000530	1080	Milberg LLP	June Pollack T/O/D To Keith L Pollack	1CM884
Kuntzman Family LLC	002044	702	Phillips Nizer LLP	Kuntzman Family LLC	1ZA539
Susan Schemen Fradin Trustee Rev Agree Of Tst Dtd 5/23/2000	000743	4077	Pro Se Filing	Susan Schemen Fradin Trustee Rev Agree Of Tst Dtd 5/23/2000	1CM464
Trust Dated 2/4/91 F/B/O Doron A. Tavlin, Harvey Krauss And Doron A. Tavlin Trustees	000307	2912	Pro Se Filing	Doron Tavlin Trust Doron A Tavlin And Harvey Krauss Esq Trustees	1T0004

IN RE: BLMIS. CASE NO: 08-01789 (CGM)

EXHIBIT B – CLAIMS AND OBJECTIONS

Objecting Party	Claim Number	Objection To Determination Docket Number	Counsel	Account Name	Account Number	Category of Arguments
Century Investment Securities, Inc	012157	5167	Pryor Cashman LLP	Century Investment Securities Inc	1C1288	<p>Inter-Account Transfers: BLMIS's books and records do not reflect the amounts of principal alleged in the claimant's objection.</p> <p>Net Equity: BLMIS's books and records do not reflect the deposits of actual cash or securities alleged in the claimant's objection.</p> <p>Time-Based Damages: BLMIS's books and records do not reflect the length of time in which the claimant invested with BLMIS.</p> <p>Tax-Based Adjustment: BLMIS's books and records do not reflect the payments made for tax purposes.</p>
Edward H Kohlschreiber	003263	1640 2817	Pro Se Filing	Millennium Trust Company, LLC FBO Edward H Kohlschreiber	1K0113	<p>Inter-Account Transfers: BLMIS's books and records do not reflect the amounts of principal alleged in the claimant's objection.</p> <p>Net Equity: BLMIS's books and records do not reflect the deposits of actual cash or securities alleged in the claimant's objection.</p> <p>Tax-Based Adjustment: BLMIS's books and records do not reflect the payments made for tax purposes.</p>
Edward H And Mary A Kohlschreiber	005454	1639 2816	Pro Se Filing	Edward H Kohlschreiber Sr Rev Mgt Trust 25% And Mary A Kohlschreiber Rev Mg Trust	1K0102	<p>Inter-Account Transfers: BLMIS's books and records do not reflect the amounts of principal alleged in the claimant's objection.</p> <p>Net Equity: BLMIS's books and records do not reflect the deposits of actual cash or securities alleged in the claimant's objection.</p>

Objecting Party	Claim Number	Objection To Determination Docket Number	Counsel	Account Name	Account Number	Category of Arguments
Elaine R Schaffer Rev Trust FBO Elaine R Schaffer	009540	577	Phillips Nizer LLP	Elaine R Schaffer Or Carla R Hurshhorn Ttees	1ZA309	<p>Inter-Account Transfers: BLMIS's books and records do not reflect the amounts of principal alleged in the claimant's objection.</p> <p>Net Equity: BLMIS's books and records do not reflect the deposits of actual cash or securities alleged in the claimant's objection.</p> <p>Time-Based Damages: BLMIS's books and records do not reflect the length of time in which the claimant invested with BLMIS.</p> <p>Tax-Based Adjustment: BLMIS's books and records do not reflect the payments made for tax purposes.</p>
Juliet Nierenberg	013870	3831	Pryor Cashman LLP	Juliet Nierenberg	1N0013	<p>Calculation Issue: BLMIS's books and records do not reflect the amounts alleged in the claimant's objection.</p> <p>Customer Issue: BLMIS's books and records do not reflect that the interest holders or contributors to the account were separate customers of BLMIS.</p> <p>Net Equity: BLMIS's books and records do not reflect the deposits of actual cash or securities alleged in the claimant's objection.</p> <p>Time-Based Damages: BLMIS's books and records do not reflect the length of time in which the claimant invested with BLMIS.</p>

Objecting Party	Claim Number	Objection To Determination Docket Number	Counsel	Account Name	Account Number	Category of Arguments
June Pollack T/O/D To Keith L. Pollack And Cary G. Pollack	000530	1080	Milberg LLP	June Pollack T/O/D To Keith L Pollack	1CM884	<p>Inter-Account Transfers: BLMIS's books and records do not reflect the amounts of principal alleged in the claimant's objection.</p> <p>Net Equity: BLMIS's books and records do not reflect the deposits of actual cash or securities alleged in the claimant's objection.</p> <p>Time-Based Damages: BLMIS's books and records do not reflect the length of time in which the claimant invested with BLMIS.</p> <p>Tax-Based Adjustment: BLMIS's books and records do not reflect the payments made for tax purposes.</p>
Kuntzman Family LLC	002044	702	Phillips Nizer LLP	Kuntzman Family LLC	1ZA539	<p>Customer Issue: BLMIS's books and records do not reflect that the interest holders or contributors to the account were separate customers of BLMIS.</p> <p>Inter-Account Transfers: BLMIS's books and records do not reflect the amounts of principal alleged in the claimant's objection.</p> <p>Net Equity: BLMIS's books and records do not reflect the deposits of actual cash or securities alleged in the claimant's objection.</p> <p>Time-Based Damages: BLMIS's books and records do not reflect the length of time in which the claimant invested with BLMIS.</p> <p>Tax-Based Adjustment: BLMIS's books and records do not reflect the payments made for tax purposes.</p>
Susan Schemen Fradin Trustee Rev Agree Of Tst Dtd 5/23/2000	000743	4077	Pro Se Filing	Susan Schemen Fradin Trustee Rev Agree Of Tst Dtd 5/23/2000	1CM464	<p>Inter-Account Transfers: BLMIS's books and records do not reflect the amounts of principal alleged in the claimant's objection.</p> <p>Net Equity: BLMIS's books and records do not reflect the deposits of actual cash or securities alleged in the claimant's objection.</p>

Objecting Party	Claim Number	Objection To Determination Docket Number	Counsel	Account Name	Account Number	Category of Arguments
Trust Dated 2/4/91 F/B/O Doron A. Tavlin, Harvey Krauss And Doron A. Tavlin Trustees	000307	2912	Pro Se Filing	Doron Tavlin Trust Doron A Tavlin And Harvey Krauss Esq Trustees	1T0004	Calculation Issue: BLMIS's books and records do not reflect the amounts alleged in the claimant's objection. Net Equity: BLMIS's books and records do not reflect the deposits of actual cash or securities alleged in the claimant's objection.